

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*,¹

Debtors.

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Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION OF
APARNA YENAMANDRA IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JANUARY 15, 2025**

I, Aparna Yenamandra, being duly sworn, state the following under penalty of perjury:

1. I am the president of Aparna Yenamandra, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland").² I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application or the Original Declaration (as defined herein), as applicable.

2. On January 15, 2025 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a petition with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On February 13, 2025, the Debtors filed an application to employ and retain Kirkland as counsel for the Debtors [Docket No. 424] (the “Application”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. My declaration in support of the Application was attached to the Application as Exhibit B (the “Original Declaration”). On March 4, 2025, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of January 15, 2025* [Docket No. 545] (the “Retention Order”).

4. In connection with the Application and the Retention Order, I submit this supplemental declaration (this “Supplemental Declaration”) to provide additional disclosures in accordance with Bankruptcy Rules 2014(a) and 2016(b). Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

5. As set forth in the Original Declaration, Kirkland has searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Certain connections were disclosed in the Original Declaration. Since the Original Declaration was filed, Kirkland has updated those conflicts searches and has searched additional parties as Kirkland has become aware of additional parties in interest in these chapter 11 cases. In addition to the entities searched and disclosed in the Original Declaration, Kirkland has searched its electronic database

for the entities listed on **Schedule 1**, attached hereto. Below is a list of categories encompassing the additional entities that Kirkland has searched:³

<u>Schedule</u>	<u>Category</u>
1(f)	Bankruptcy Professionals Representing Other Parties
1(t)	Committee Parties
1(u)	Notice of Appearance Parties
1(v)	Sale Transaction and Related Parties

6. I have included the results of Kirkland's conflicts searches of the above-listed entities on **Schedule 2** hereto.⁴ In addition, Kirkland re-ran searches in its electronic database for the entities that were previously reviewed in the Original Declaration. Listed on **Schedule 3** to this Supplemental Declaration are new client connections for entities identified in the Original Declaration. All current and prior representations of the parties identified on **Schedules 2** and **Schedule 3** are in matters unrelated to the Debtors and these chapter 11 cases unless otherwise set forth herein or in the Original Declaration.

7. Based on the conflicts searches conducted to date, to the best of my knowledge, neither I, Kirkland, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connections with the Debtors or any party in interest in these chapter 11 cases

³ Kirkland's inclusion of parties in the following schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

⁴ As referenced in **Schedule 2** and **Schedule 3**, the term "current client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term "former client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term "closed client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former clients" or "closed clients" for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

except as disclosed or otherwise described in this Supplemental Declaration and in the Original Declaration.

8. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already been disclosed in the Original Declaration in one capacity (*e.g.*, a significant customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations unless the circumstances are such in the latter capacity that additional disclosure is required.

Additional Disclosures

9. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Twin Peaks Ultimate Holdings, LLC, Brookfield Asset Management, and Gallatin Point Capital LLC and various of their subsidiaries and affiliates (collectively, "Landlord Affiliates") on a variety of matters. The Landlord Affiliates are affiliates of certain of the Debtors' landlords. Kirkland's current and prior representations of the Landlord Affiliates have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Landlord Affiliates in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of the Landlord Affiliates preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

10. Kirkland currently represents, and in the past has represented, a customer of the Debtors and various of its subsidiaries and affiliates (collectively, the "Customer") on a variety of matters, including the Customer's ongoing restructuring efforts.⁵ Kirkland's current and prior

⁵ Due to the inherently sensitive nature of the restructuring process, it is imperative that the identity of the Customer remain confidential. The Debtors will disclose to the U.S. Trustee the identity of the Customer and Kirkland's

representations of the Customer are in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Customer in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases and, similarly, will not represent the Debtors in connection with any matter adverse to the Customer. I do not believe that Kirkland's current or prior representation of the Customer precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

11. On February 26, 2025, the Court entered an order authorizing the sale of the Debtors' assets to GA Joann Retail Partnership, LLC, a subsidiary of GA Group and Wilmington Savings Fund Society, FSB, in its capacity as prepetition term loan agent [Docket No. 520] (the "Sale Order" and the "Sale," respectively). The Sale closed on February 27, 2025. I understand that B. Riley Financial, Inc. ("B. Riley") has an ownership interest in GA Group. After filing the Original Declaration, I was made aware that Kirkland represented Oaktree Capital Management, L.P. ("Oaktree"), an investment management firm, in connection with a loan to B. Riley (the "Oaktree Transaction"). The Oaktree Transaction closed on February 27, 2025, and I understand that a portion of the loan was used by B. Riley in connection with B. Riley's investment in GA Joann Retail Partnership, LLC.

12. No attorney or staff that has billed time to the Oaktree Transaction has billed time to the Debtors or these chapter 11 cases. Additionally, prior to the filing of this Supplemental Declaration, Kirkland implemented formal screening procedures to ensure that (a) any Kirkland attorneys or staff that billed time to the Oaktree Transaction will not work on any matter related to these chapter 11 cases and will not have access to confidential information related to Kirkland's

connections to such party, and Kirkland believes such disclosure is sufficient and reasonable under the circumstances.

representation of the Debtors, and (b) sufficient safeguards and procedures are in place to prevent imputation of conflicts by isolating and protecting confidential information across the two matters. I do not believe that Kirkland's representation of Oaktree precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

13. As set forth in the Original Declaration and herein, Kirkland in the past may have represented, may currently represent, and may in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed in the Original Declaration and herein) to the Debtors and these chapter 11 cases. Kirkland will continue to review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file an additional supplemental declaration, as required by Bankruptcy Rule 2014(a).

Affirmative Statement of Disinterestedness

14. Based on the information contained herein and in the Original Declaration and conflicts searches conducted to date, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Original Declaration and herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: March 14, 2025

Respectfully submitted,

/s/ Aparna Yenamandra

Aparna Yenamandra
as President of Aparna Yenamandra, P.C.,
as Partner of Kirkland & Ellis LLP; and as
Partner of Kirkland & Ellis International LLP

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(f)	Bankruptcy Professionals Representing Other Parties
1(t)	Committee Parties
1(u)	Notice of Appearance Parties
1(v)	Sale Transaction and Related Parties

SCHEDULE 1(f)

Bankruptcy Professionals Representing Other Parties

Glenn Agre Bergman & Fuentes LLP
Kelley Drye & Warren LLP
Lowenstein Sandler LLP
Morris, Nichols, Arsht & Tunnell LLP
Pachulski Stang Ziehl & Jones LLP
Province LLC

SCHEDULE 1(t)
Committee Parties

Simon Property Group, Inc.

SCHEDULE 1(u)

Notice of Appearance Parties

Acadia Realty LP	Giacomini, David A.
American Fork SC LLC	Giacomini, Jeanette E.
Ansell Grimm & Aaron PC	Giacomini, Richard
Archer & Greiner PC	Giacomini, Ronald
Balasiano & Associates PLLC	Giacomini, Robert W.
Ballard Spahr LLP	Gildan Activewear Inc.
Benesch Friedlander Coplan & Aronoff LLP	GKG Law PC
Bexar, County of (TX)	Harris County Emergency Services District
Bilzin Sumberg Baena Price & Axelrod LLP	#09 (TX)
BMA JC LLC	Harris County Emergency Services District
Bridge33 Capital LLC	#47 (TX)
Brockstedt Mandalas Federico LLC	Harris, County of (TX)
Brookfield Properties Retail Inc.	Harris, County of (TX), Attorney's Office
Brookside Properties Inc.	Hogan♦McDaniel
Brown Nimeroff LLC	Houston Community College System (TX)
Bryan Cave Leighton Paisner LLP	Houston Independent School District (TX)
Burlington Stores Inc.	Houston, City of (TX)
Burr & Forman LLP	Humble, City of (TX)
Campbell & Levine LLC	Hutensky Capital Partners LLC
Carolina Pavilion	Jackson Walker LLP
Centerbridge Partners LP	Jefferson, County of (TX)
Centerton Square LLC	Joyce LLC
China National Art & Crafts Imp. & Exp.	Katy Independent School District (TX)
Huayong Corp.	Korber Supply Chain US Inc.
Chipman Brown Cicero & Cole LLP	Kurtzman Steady LLC
Clark Hill PLC	La Harbra Westbridge Partners LP
Clear Creek Independent School District	Landis Rath & Cobb LLP
(TX)	Law Office of Stephen M. Kaplan
Columbus Park Crossing LLC	Law Office Of Susan E. Kaufman LLC
Cowles & Thompson PC	Law Offices of Kenneth L. Baum LLC
Crafty (AL) LLC	Law Offices of Ronald K. Brown, Jr. APC
Cross & Simon LLC	Lewis Brisbois Bisgaard & Smith LLP
Cypress-Fairbanks Independent School	Linebarger Goggan Blair & Sampson LLP
District (TX)	Lone Star College System (TX)
EDENS Inc.	Loudoun, County of (VA)
Ervin Cohen & Jessup LLP	Lynwood Tower LLC
Federal Realty OP LP	Marketplace Tavares LLC, The
Fort Bend, County of (TX)	Marketplace West Partners LLC
Fox Rothschild LLP	Martinoni, Lisa A.
Frost Brown Todd LLP	McCarter & English LLP
G&I IX Empire McKinley Milestrip LLC	McElroy Deutsch Mulvaney & Carpenter
Gellert Seitz Busenkell & Brown LLC	LLP

Montgomery, County of (TX)
Morris James LLP
Offit Kurman PA
PBA II LLC
Perdue Brandon Fielder Collins & Mott LLP
Phillips Edison & Co. Inc.
Pierson Ferdinand LLP
Potter Anderson & Corroon LLP
Procopio Cory Hargreaves & Savitch LLP
Rashti & Mitchell, Attorneys at Law
RD Management LLC
Reed Smith LLP
Reeder Law Corp.
Rithum Corp.
Rochelle McCullough LLP
Rosner Law Group LLC, The
Saul Ewing LLP
Singer & Levick PC
Sirlin Lesser & Benson PC
Solomon Ward Seidenwurm & Smith LLP
Sterling Organization, The
Stradley Ronon Stevens & Young LLP
Sullivan Hazeltine Allinson LLC
Tenenbaum & Saas PC
Texas, State of, Attorney General's Office
Texas, State of, Comptroller of Public
Accounts, Revenue Accounting Division
Thompson Hine LLP
Tobin & Reyes PLLC
Travis, County of (TX)
Travis, County of (TX), Attorney
Tucker, Ronald M., Esq.
Walsh Pizzi O'Reilly Falanga LLP
Weycer Kaplan Pulaski & Zuber PC
WPG Legacy LLC

SCHEDULE 1(v)

Sale Transaction and Related Parties

B. Riley Financial, Inc.
GA Joann Retail Partnership LLC
Great American Group LLC
Oaktree Capital Management LP

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Oaktree Capital Management LP	Alexander A. Taubman	Former
	Altera Infrastructure L.P.	Current
	BCP IV RTP Holdings Ltd.	Current
	BPR REIT Services LLC	Closed
	Brookfield Asset Management Inc.	Closed
	Brookfield Asset Management LLC	Current
	Brookfield Business Partners LP	Current
	Brookfield Infrastructure Debt Fund II LP	Closed
	Brookfield Private Capital (DIFC) Ltd.	Current
	Brookfield Properties Development LLC	Closed
	Brookfield Renewable Partners LP	Closed
	Brookfield Special Investments LLC	Current
	BX CQP Target Holdco LLC	Current
	Cosmos Purchaser, L.P.	Current
	GFI Energy Group of Oaktree Capital Management	Current
	Jordon Kruse	Current
	Matthew Wilson	Current
	Neighborhood Property Group, LLC	Current
	Oaktree Acquisition Corp.	Closed
	Oaktree Acquisition Corp. II	Closed
	Oaktree ATI Investors LP	Current
	Oaktree Bidco Ltd.	Current
	Oaktree Capital Management LP	Current
	Oaktree Gardens OLP LLC	Current
	Oaktree Gardens OLP SPV LP	Current
	Oaktree Lending Partners (Unlevered) Corp.	Current
	Oaktree Lending Partners Corporation	Current
	Oaktree Maritime Finance Holdings XI Ltd.	Closed
	Oaktree Midco Ltd.	Current
	Oaktree Opportunities Fund XI Feeder (Cayman) LP	Current
	Oaktree Power Opportunities Fund IV (Parallel) LP	Current

	Oaktree Power Opportunities Fund IV LP	Current
	Oaktree Special Situations Fund	Closed
	Oaktree Specialty Lending Corporation	Current
	Oaktree Strategic Credit Fund	Current
	Oaktree Topco Ltd.	Current
	Ronald N. Beck	Current
Rithum Corp.	Anna May L. Trala	Current
	Ashwin Krishnan	Former
	Brandon Nixon	Current
	Christian B. McGrath	Current
	Collin E. Roche	Current
	Constantine S. Mihas	Current
	GTCR (W-1) Investors LP	Current
	GTCR (W-2) Investors LP	Current
	GTCR BC Intermediate Inc.	Current
	GTCR Everest Borrower LLC	Current
	GTCR Everest Holdings LLC	Current
	GTCR Fund XIV	Current
	GTCR Investment Holdings (Blocked) LP	Current
	GTCR Investment Holdings (Unblocked) LP	Current
	GTCR LLC	Current
	GTCR Management Holdings LP	Current
	GTCR-Ultra Intermediate Holdings, Inc.	Current
	James E. Bonetti	Current
	Kalen J. McConnell	Current
	Maravai LifeSciences Foundation, Inc.	Former
	Mark M. Anderson	Current
	Sean L. Cunningham	Current

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Alvarez & Marsal Holdings LLC	Edward Simon Middleton Wesley Arthur Edwards Wing Sze Tiffany Wong	Current Current Current
Bayshore Village (US) Inc.	LSF12 Crown TopCo, L.P. LSF12 Crown MidCo LP LSF12 Crown Parent LP LSF12 Crown Intermediate GP LLC LSF12 Crown Intermediate LP LSF12 Crown US Residential HoldCo LLC LSF12 Crown US Commercial Bidco LLC LSF12 Crown China HoldCo Ltd. LSF12 Crown Global HoldCo Ltd. LSF12 Crown Management HoldCo LLC	Current Current Current Current Current Current Current Current Current Current
Birch Run Station LLC	Gerrity Group, LLC	Current
Southern California Edison Co.	Edison International	Current